

PILLSBURY WINTHROP SHAW PITTMAN LLP

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*Counsel for Wilmington Trust, National Association,
as the HoldCo Revolver Loan Administrative Agent*

**UNITED STATES BANKRUPTCY COURT
NORTHERN DISTRICT OF CALIFORNIA
SAN FRANCISCO DIVISION**

In re:

PG&E CORPORATION

- and -

**PACIFIC GAS AND ELECTRIC
COMPANY,**

Debtors.

- ☐ Affects PG&E Corporation
☐ Affects Pacific Gas and Electric Company
☒ Affects both Debtors

** All papers shall be filed in the Lead Case,
No. 19-30088 (DM).*

Bankruptcy Case
No. 19-30088 (DM)

Chapter 11
(Lead Case)
(Jointly Administered)

**EXHIBIT LIST IN SUPPORT OF
WILMINGTON TRUST, NATIONAL
ASSOCIATION'S LIMITED
OBJECTION AND RESERVATION OF
RIGHTS TO DEBTORS' AND
SHAREHOLDER PROPONENTS'
JOINT CHAPTER 11 PLAN OF
REORGANIZATION**

Hearing Date and Time

Date: May 27, 2020
Time: 10:00 a.m.
Place: U.S. Bankruptcy Court
Courtroom 17, 16th Floor
San Francisco, CA 94102

1 Per the Court's *Order Establishing Confirmation Hearing Protocol* [Doc. No. 7182],
2 Wilmington Trust, National Association ("**Wilmington Trust**"), in its capacity as successor
3 administrative agent under that certain Second Amended and Restated Credit Agreement among
4 PG&E Corporation as borrower and the agents and lenders thereunder, dated as of April 27,
5 2015, identifies the following exhibits in support of its limited objection and reservation of rights
6 to the *Debtors' and Shareholder Proponents' Joint Chapter 11 Plan of Reorganization* [Doc.
7 No. 6320] ("**Plan**");

8
9 1. Second Amended and Restated Credit Agreement among PG&E Corporation as
10 borrower and the agents and lenders thereunder, dated as of April 27, 2015, filed as **Exhibit A** to
11 *Wilmington Trust, National Association's Motion for an Order Allowing Proofs of Claim Nos.*
12 *31005 and 55147 and Requiring Plan Treatment Consistent Therewith, and Memorandum of*
13 *Points and Authorities In Support* [Doc. No. 6529].

14 2. E-mail correspondences between J. Liou (Debtors' counsel) and L. Crowley
15 (Wilmington Trust's counsel) regarding amendments to Plan, attached hereto as **Exhibit B**.

16 Dated: May 18, 2020

PILLSBURY WINTHROP SHAW PITTMAN LLP

17 By: /s/ Leo T. Crowley
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24
25 *Counsel for Wilmington Trust, National Association, as the*
26 *HoldCo Revolver Loan Administrative Agent*
27
28

Exhibit B

From: Liou, Jessica
To: [Crowley, Leo T.](#)
Cc: [Karotkin, Stephen](#); [Slim, Dania](#)
Subject: RE: PGE - Wilmington Trust's Pleading
Date: Monday, April 6, 2020 10:58:21 AM

Great. Thanks for confirming.



Jessica Liou
Partner
Business Finance & Restructuring

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From: Crowley, Leo T. <leo.crowley@pillsburylaw.com>
Sent: Monday, April 6, 2020 10:57 AM
To: Liou, Jessica <jessica.liou@weil.com>
Cc: Karotkin, Stephen <stephen.karotkin@weil.com>; Slim, Dania <daniaslim@pillsburylaw.com>
Subject: RE: PGE - Wilmington Trust's Pleading

Thank you we will go ahead and withdraw the motion.

From: Liou, Jessica <jessica.liou@weil.com>
Sent: Monday, April 6, 2020 10:04 AM
To: Crowley, Leo T. <leo.crowley@pillsburylaw.com>
Cc: Karotkin, Stephen <stephen.karotkin@weil.com>
Subject: RE: PGE - Wilmington Trust's Pleading

Confirmed that this is on behalf of the Plan Proponents.



Jessica Liou
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From: Crowley, Leo T. <leo.crowley@pillsburylaw.com>
Sent: Friday, April 3, 2020 3:58 PM
To: Liou, Jessica <jessica.liou@weil.com>
Cc: Karotkin, Stephen <stephen.karotkin@weil.com>
Subject: RE: PGE - Wilmington Trust's Pleading

Thanks I will confirm with client and get back shortly, and in the meantime please confirm that this is on behalf of the plan proponents and not just the debtors. FYI I got a call yesterday from Stroock on behalf of the holdco term loan agent and I briefed them on our conversation. Thanks and have a good weekend.

Leo T. Crowley | Partner

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From: Liou, Jessica <jessica.liou@weil.com>
Sent: Friday, April 3, 2020 10:36 AM
To: Crowley, Leo T. <leo.crowley@pillsburylaw.com>
Cc: Karotkin, Stephen <stephen.karotkin@weil.com>
Subject: PGE - Wilmington Trust's Pleading

*** EXTERNAL EMAIL ***

Hi Leo,

Just following up on our conversation from this week regarding Wilmington Trust's pleading seeking to have its fees and expenses paid under the Plan. As I confirmed with you over the phone, the Debtors intend to amend the Plan to provide for the payment of any HoldCo Debt fees and expenses to the extent provided for under the terms of the relevant debt documents. The language that will be inserted into section 4.3 of the Plan will be consistent with the language already included in section 4.22(a)(iii) of the Plan for the unimpaired PC Bond claims. We believe this fully resolves your client's issues, so please let me know if your client will be withdrawing its pleading so we can avoid expending further unnecessary time, attorneys' fees and expenses associated with formally addressing Wilmington's pleading. Thanks.

Regards,
Jessica



Jessica Liou
Partner
Business Finance & Restructuring

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